

STRICTLY PRIVATE & CONFIDENTIAL

16th July, 2016

The Board of Directors

Gayatri Projects Limited

1st Floor, TSR Towers, B-1, 6-3-1090

Rajbhavan Road, Somajiguda

Hyderabad, Telangana – 500 082

Dear Sirs,

Sub.: Fairness Opinion Certificate on the report on recommendation of Share Entitlement Ratio by SSPA & Co. (Chartered Accountants).

Re.: Composite Scheme of Arrangement between Gayatri Projects Limited, Gayatri Infra Ventures Limited and Gayatri Domicile Private Limited and their respective shareholders and creditors (“Scheme”).

This has reference to the request made by the management of Gayatri Projects Limited in connection with fairness opinion on the report on recommendation of Share Entitlement Ratio for the proposed restructuring of **Gayatri Projects Limited** (hereinafter referred to as “**GPL**”), **Gayatri Infra Ventures Limited** (hereinafter referred to as “**GIVL**”) and **Gayatri Domicile Private Limited** (hereinafter referred to as “**GDPL**”) by SSPA & Co. (Chartered Accountants) (hereinafter referred to as “the Valuer”).

1. PURPOSE OF SHARE ENTITLEMENT REPORT BY THE VALUER

1.1 The Board of Directors of GPL, has considered and approved the Composite Scheme of Arrangement at their meeting held on 16th July, 2016 providing for:

- a) Transfer of investments in Sai Maatarini Tollways Limited (“**SMTL**”) from GPL to GDPL. The Scheme provides for the investments in SMTL will be transferred to GDPL at book value. As per the draft Scheme, the lump-sum consideration of INR 180,16,03,000 (One Hundred and Eighty Crores Sixteen Lacs Three Thousand only)





will be paid in the form of 1,24,60,000 (One Crore Twenty-Four Lacs Sixty Thousand) equity shares of INR 10 each (fully paid) and 16,77,00,300 (Sixteen Crore Seventy-Seven Lacs Three Hundred) redeemable preference shares of INR 10 each (fully paid).

- b) Upon transfer of investments in SMTL from GPL to GDPL, GIVL is proposed to be amalgamated with GPL. The Scheme envisages, on amalgamation of GIVL with GPL (hereinafter referred as the "Amalgamation"), no shares would be issued to the shareholders of GIVL as GIVL is considered a 100% subsidiary of GPL.
 - c) Upon amalgamation of GIVL with GPL, the Scheme provides for transfer of Infrastructure Road BOT Assets Business by way of demerger from GPL to GDPL. On demerger of Infrastructure Road BOT Assets Business of GPL to GDPL (hereinafter referred as the "Demerger"), GDPL would issue shares to the shareholders of GPL. The appointed date for the purpose of demerger of Infrastructure Road BOT Assets Business from GPL to GDPL shall be March 31 , 2017 or such other date as the Court or National Company Law Tribunal may direct or approve.
- 1.2 In this regard, SSPA & Co. (Chartered Accountants) was appointed by the Company to recommend a share entitlement ratio for the proposed Demerger.
- 1.3 The information contained herein and our report is confidential. It is intended only for the sole use of captioned purpose including for the purpose of obtaining requisite approvals as per regulation 37 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations 2015') read with SEBI Circular CIR/CFD/CMD/16/2015, dated November 30, 2015.

2. SOURCES OF INFORMATION

For the purposes of fairness opinion, we have relied upon the following sources of information:

- (a) Draft Composite Scheme of Arrangement u/s. 391 to 394 of the Companies Act, 1956 (to the extent applicable provisions of the Companies Act, 2013)





- (b) Certified Report on Recommendation of Share Entitlement Ratio for the Demerger of Infrastructure Road BOT Assets Business from Gayatri Projects Limited into Gayatri Domicile Private Limited dated 16th July, 2016, issued by SSPA & Co (Chartered Accountants)
- (c) Certified Copy of Certificate of Incorporation and Memorandum and Articles of Association of GPL, SMTL, GIVL and GDPL
- (d) Audited Financials of GPL, SMTL, GIVL and GDPL for the years ended March 31, 2014, March 31, 2015 and March 31, 2016
- (e) Management certified estimated position of assets and liabilities of the Infrastructure Road BOT Assets Business as on March 31, 2016
- (f) Other such information and explanations as were required and which have been provided by SSPA & Co (Chartered Accountants) and Company.

3. EXCLUSIONS AND LIMITATIONS

- 3.1 Conclusions reached by us are dependent on the information provided to us being complete & accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. We have not performed any audit, review or examinations of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to the date of our certificate.
- 3.2 This certificate is prepared with a limited purpose / scope as identified / stated earlier and will be confidential being for use only to whom it is issued. It must not be copied, disclosed or circulated in any correspondence or discussions with any person, except to whom it is issued and to those who are involved in this transaction and for various approvals for this transaction.





3.3 Our opinion is not, nor should it be construed as our opining or certifying the compliance of proposed transfer of Infrastructure Road BOT Assets Business from GPL into GDPL by way of demerger with the provision of any law including Companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

4. CONCLUSION

4.1 We have reviewed the approach used by the Valuer for recommending of share entitlement ratio for transfer of Infrastructure Road BOT Assets Business by way of demerger.

4.2 On the basis of the foregoing points read with regulation 37 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations 2015') and in terms of SEBI Circular CIR/CFD/CMD/16/2015, dated November 30, 2015, we are of the opinion that the recommendation made by SSPA & Co. (Chartered Accountants) is fair & reasonable with regards to entitlement ratio for transfer of Infrastructure Road BOT Assets Business from GPL into GDPL by way of demerger which is as under:

1 equity share of face value of INR 10/- each fully paid up in GDPL for every 1 equity share of face value of INR 10/- each fully paid-up in GPL

Thanking you,

Yours faithfully,

For Inga Capital Private Limited

S. Karthikeyan

Director

Place: Mumbai

